

# Corporate Meetings, Minutes and Resolutions

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Far from being a history and explanation of any particular school of Jurisprudence, *Crimes Against International Law* is an exposition of the present day International Law. To the international and constitutional lawyer, the punishment of those accused was of relatively slight importance and is not dealt with at length in this book. The trial was of prime importance in its manner of providing the proper notions of international law, and these are discussed fully. This book contains the 'rules of international law,' the reasons supporting these rules, and includes the arguments advanced in opposition to these rules.

To the international and constitutional lawyer and those interested in these fields the book will serve as an orderly, logical appraisal of the development of international law together with its application in the trials of the most recent war criminals.

If this book points out the necessity of a restraining force on those executing and enforcing national policies and what that scope is, as determined by the international tribunals following the second world war, the authors have accomplished their purpose. This is for each reader to determine.

PAUL BINZAK

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*Corporate Meetings, Minutes, and Resolutions*, Third Edition. By L. Doris and E. J. Friedman. Prentice-Hall, New York, 1951. Pp. lxxiii, 1114. \$12.50.

The authors have prepared this work for those who are responsible for preparing the minutes and resolutions of corporations. Precedents are presented that are adaptable to the needs of the average business corporation. Several forms of each are given so that different statutory regulations may be followed. Excerpts from the minutes of hundreds of corporations were used.

Officers should keep an accurate account of the proceedings at corporate meetings and action taken at these meetings should be recorded. This book thoroughly discusses corporate meetings and gives the why and how of the meetings, including voting, proxies, and voting trusts.

Minutes should always be kept of meetings of stockholders, directors, and committees, not only because the duty is imposed, but because it is expedient to do so. Accurate minutes avoid future misunderstandings, serve as a guide, and are particularly useful in litigation.

General management of the corporation is an important part of this work. Places and powers in corporate affairs are handled as are appointments and execution of corporate instruments. Stock and dividend problems arise in every corporation and the authors have attempted to clarify those problems and make their solution simpler.

This work contains precedents and a commentary on the legal prin-

ciples involved in questions that require action by corporations. 835 forms have been selected and set out to cover every situation and problem as completely as possible. The work has forms on stockholders' meetings, directors' and committee meetings, minutes, and resolutions concerning all operations of a corporation, including resolutions and forms on all corporate stock and dividend problems. No set of forms can be prepared that will meet every situation and satisfy every statutory requirement. Several forms on each problem are presented and anyone familiar with his statutory requirements can easily select the best one to be followed or adapted.

Principles of corporation law presented in the text have been annotated with the most recent court decisions. The book is recommended to the lawyer and layman who need or want more knowledge regarding corporate meetings, minutes, and resolutions.

EUGENE F. KOBAY